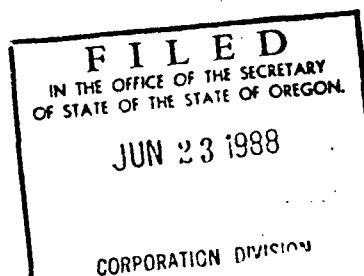


STATE OF OREGON
Corporation Division



Oregon Registry No.:

120596-89

FOREIGN BUSINESS CORPORATION
APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS

1. Name of the Corporation:

TWIN CITY BARGE, INC.

2. State or Country of Incorporation: Delaware

3. Date of Incorporation: July 8, 1968

4. Name of Registered Agent and Office:

James R. Moore
Suites 1600-1800
1211 SW Fifth Avenue
Portland, Oregon 97204

5. Principal Office of Business:

9030 NW St. Helens Road
Portland, Oregon 97231

6. Mailing Address for Purposes of Corporation Division Notices:

Suites 1600-1800
1211 SW Fifth Avenue
Portland, Oregon 97204

7. Names/Addresses of Corporation's President and Secretary:

President: Peter J. Brix
P.O. Box 03018, Portland, OR 97203

Secretary: Robert A. Hindman
P.O. Box 03018, Portland, OR 97203

Robert A. Hindman
Robert A. Hindman, Secretary

Person to contact about filing: Susan K. Dodson, (503) 796-2404

USEPA SF



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State of Delaware



PAGE 1 ORIGINAL

FILED
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.

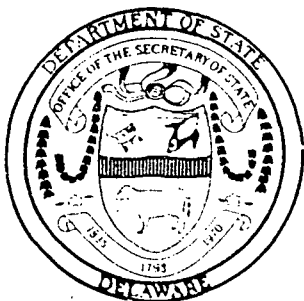
JUN 23 1988

CORPORATION DIVISION

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY TWIN CITY BARGE, INC. IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1



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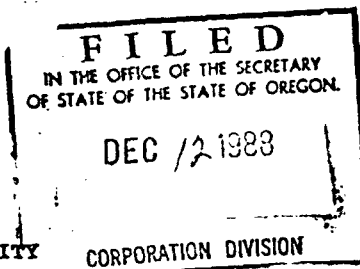
Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11750125

DATE: JUN 23 1988

Submit the Original
And One True Copy
No Fee Required

STATE OF OREGON
CORPORATION DIVISION
158 12th Street NE
Salem, OR 97310



Oregon Registry Number:

120596-89

AMENDMENT TO APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

. The name of the corporation prior to the amendment:

TWIN CITY BARGE, INC.

. The corporate name has been changed to:

BRIX MARITIME CO.

. The duration of the corporation has been changed to:

☐ Perpetual

OR

☐ _____

(Please give a specific date.)

Execution:

Robert A. Hindman

Signature

Robert A. Hindman,
Printed Name

Secretary
Title

Person to contact about this filing:

Susan K. Dodson
Name

796-2404
Daytime Phone Number

Submit the original and a true copy to the Corporation Division, 158 12th Street NE, Salem, Oregon 97310. There is no fee required. If you have questions, please call (503) 378-4166.

12/12/83
12:11



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

☐ MULTI ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)

☒ FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 8, 7, 8, 9, 10, 11)

Articles of Merger

01/26/01 11:26AM 80046848
Business Reg \$10.00

BUSINESS REG \$10.00

FILED

JAN 26 2001
OREGON
SECRETARY OF STATE

Survivor Registry Number: 120596-89

Attach Additional Sheet if Necessary

Please Type or Print Legibly in Black Ink

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

☐ Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

☐ A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Brix Maritime Co. # 120596-89 ✓

Oregon Registry Number N/A

6) NAME OF SUBSIDIARY CORPORATION Brix Rafting & Sorting Co. # 087658-10 ✓

Oregon Registry Number 08765810

7) NAME OF SURVIVING CORPORATION Brix Maritime Co. # 120596-89

8) COPY OF PLAN

☒ A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

☐ A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____

Date

☒ The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

Steve T. Scalzo

Signature

Title

President

11) CONTACT NAME

James G. Kibble

DAYTIME PHONE NUMBER - INCLUDING AREA CODE

206-464-3939

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

11/37

PLAN OF MERGER

This plan of merger is made and entered into this 17th day of January, 2001, by and between Brix Rafting & Sorting Co., an Oregon corporation ("Subsidiary") and Brix Maritime Co., a Delaware corporation ("Parent or surviving corporation").

RECITALS

A. Subsidiary is a corporation organized and existing under the laws of the State of Oregon and has authorized capital stock consisting of 100 shares of common fully paid nonassessable stock with no par value of which 100 shares are issued and outstanding, and held by Parent.

B. Parent is a corporation organized and existing under the laws of the State of Delaware.

C. The Boards of Directors of Subsidiary and Parent, respectively, deem it desirable and in the best interests of the corporations and their shareholders for Subsidiary to merge with and into Parent.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Subsidiary and Parent hereby agree to the following Plan of Merger.

1. **Constituent Corporations.** Subsidiary will merge with and into Parent and Parent will be the surviving corporation pursuant to the provisions of the Delaware General Corporation Law and the Oregon Business Corporation Act.

2. **Merger.** Upon such merger, the separate corporate existence of Subsidiary will cease, title to all real estate and other property, rights, or privileges, powers and franchises will be vested in and held and enjoyed by Parent as fully and entirely and without reversion or impairment as the same were before held and enjoyed by Subsidiary. The surviving corporation shall assume all obligations of Subsidiary. Any proceeding pending by or against Subsidiary may be continued as if such merger did not occur, or the surviving corporation may be substituted in the proceeding for Subsidiary.

3. **Governing Law.** The laws of the State of Delaware shall govern the surviving corporation.

4. **Name.** The corporate name of the surviving corporation shall be Brix Maritime Co.

5. **Registered Office.** The address of the registered agent of the surviving corporation shall be Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

6. **Articles of Incorporation.** The Articles of Incorporation of Parent, as amended as of the effective date of the merger, shall be the Articles of Incorporation of the surviving corporation, with no changes to be effected by this merger, but subject to amendment as provided therein. The directors and officers of Parent as of the effective

120596-89

date shall be the directors and officers of the surviving corporation, until their successors are elected and qualified.

7. Bylaws. The Bylaws of Parent, as amended as of the effective date of the merger, shall be the Bylaws of the surviving corporation until amended or repealed or new Bylaws are adopted as provided therein.

8. Shares. All issued and outstanding shares of Subsidiary stock are held by Parent. Each share of Subsidiary stock issued and outstanding shall be cancelled upon completion of the merger.

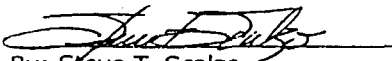
9. Termination. This merger may be abandoned at any time prior to filing the Articles of Merger with the Secretary of State by a vote of a majority of the Boards of Directors of Subsidiary and Parent. If the merger is terminated, there shall be no liability on the part of either corporation, their respective Boards of Directors, or shareholders.

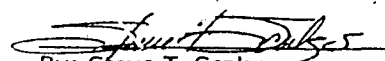
10. Counterparts. This Plan of Merger may be executed in any number of counterparts and all such counterparts and copies shall be and constitute an original instrument.

11. Shareholder Approval. Shareholder approval was not required.

BRIX RAFTING & SORTING CO.

BRIX MARITIME CO.


By: Steve T. Scalzo
Its: President


By: Steve T. Scalzo
Its: President

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